

May 20, 2004

Marlene H. Dortch
Secretary
Federal Communications Commission
445 - 12th Street, SW
Washington, DC 20554

Re: AT&T Wireless Services, Inc. and Cingular Wireless Merger
WT Docket No. 04-70 – Ex Parte Filing

Dear Ms. Dortch:

This letter is filed on behalf of First Cellular of Southern Illinois (“First Cellular”) in support of the above-referenced application for approval of the merger of AT&T Wireless Services, Inc. (“AT&T Wireless”) into Cingular Wireless (“Cingular”). First Cellular is a CMRS provider serving 24 rural counties in the southern one third of the State of Illinois. First Cellular has deployed approximately 90 cell sites to cover its population of 478,000 pops. We offer our customers the choice of Analog, CDPD, CDMA and, thanks to Cingular, now GSM/GPRS services. Through First Cellular, the consumer in Southern Illinois can get unlimited local airtime packages, nationwide roaming packages and state of the art GPRS based data services including picture phone options. We employ over 140 people, all in the local Southern Illinois home coverage area.

1. Substantial Public Interest Benefits

As Cingular and AT&T Wireless have described in their application and others have said in support, the merger will accomplish substantial public interest benefits.

The merger will increase the ability of Cingular to expand and improve its service in rural areas. As a result, all rural customers will benefit. In particular, the presence of another cellular GSM carrier in markets adjacent to ours and throughout the U.S. will give First Cellular’s customers greater opportunities for roaming when they travel outside our markets. By

combining the coverage of Cingular and AT&T, the customers of First Cellular and the other rural roaming partners will receive more consistency and predictability in coverage, quality and services. In addition, the merged entity's ability to deploy broadband data services and to continue to expand coverage, primarily into more rural areas, will benefit rural consumers. We believe there will be numerous ways we can partner with Cingular to bring these and other services to our own customers in a cost effective way.

Like Cingular and AT&T Wireless, First Cellular provides service using 850 MHz cellular frequencies and GSM technology. First Cellular is not big enough to get the attention of the vendors and manufacturers. It will help First Cellular to have a company the size of Cingular/AT&T Wireless negotiating with the vendors and manufacturers of GSM products and services that will operate at 850 MHz. First Cellular will be able to buy new and improved products and services and deliver them to our customers faster than if First Cellular and others with our buying power had to make that happen without a Cingular/AT&T Wireless to lead the way.

We expect similar benefits with respect to the 3G migration technologies employed with GSM, namely EDGE and UMTS. We have partnered with Cingular for roaming and we expect similar opportunities will occur so that we can bring a far greater array of services to our customers.

Indeed, our experience with upgrading to GPRS is indicative of the benefits that can be achieved. Cingular encouraged its vendors and manufacturers to facilitate purchase of the equipment by its strategic roaming partners. As a result of First Cellular's participation, we were able to upgrade our network to provide GPRS faster and for approximately 30 percent less than we had initially estimated. This alone allowed us to provide GPRS services to our marketplace at least six months to a year earlier than we could have otherwise. The purchasing power of the combined entity will be much greater, and therefore the benefits to us should also increase. We believe it can help us meet President Bush's goal of wireless broadband throughout the US by 2007, including the rural areas we serve.

2. Competing in a National Market

Our experience in upgrading our network underlines a key issue. We are a regional company. Our competitive edge is that we know our community and customers better than the national carriers, and we focus our service based on that knowledge. But we are competing in a national market. While cellular was initially thought to be a local market product, it is clear that it has become a national one. We have to sell national service plans, and we compete against large national carriers. We have to sell the services they are offering to remain competitive. Our customers need easy, inexpensive roaming onto the systems of other companies and some interoperability of services. We in turn derive a significant (although decreasing) portion of our revenue from roaming onto our network. The combined new company better facilitates all this.

3. Rapidity of Decision Making

Delaying approval of this merger beyond the beginning of this fall will harm First Cellular and, we believe, the other rural roaming partners, not just Cingular. While Cingular's management has an excellent turnaround track record, it is a simple fact that during the interim time a merger is pending, the staffs of both companies tend to be distracted from the business of serving customers. It is no secret that AT&T Wireless is losing a large number of customers. The short-term actions it must take to arrest those losses will hurt its profitability, in the meantime; the roaming revenues of rural carriers could potentially be affected along with the service quality of rural customers desiring to roam on their network.

The rural marketplace is an important one and one that can be often overlooked in the national scope of the industry; this merger can offer value to rural customers in a win-win situation for rural companies and their customers. More coverage, access to more competitive nationwide roaming rates and additional advanced services can result from this merger. We believe the longer the Federal Government takes to approve this transaction the less innovation and services the consumers in rural markets will see.

In sum, First Cellular believes that the proposed merger of Cingular and AT&T Wireless will provide substantial public interest benefits and should be approved as soon as possible.

Sincerely,

Terry Addington
Chief Executive Officer